

Southern Railway System

P.O. Box 1808
Washington, D.C. 20013

KARL A. STOECKER
VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

920 15TH STREET, N.W.
TEL: (202) 628-4460

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RECORDATION NO. Filed & Recorded
March 2, 1977
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Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Oswald:

I enclose eight original counterparts of the instrument described in paragraph (1) hereof for recordation pursuant to Section 20c of the Interstate Commerce Act and return, together with two original counterparts thereof which are for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I wish to advise you as follows:

- (1) The enclosed document is an Equipment Trust Agreement covering the purchase and lease of certain railroad equipment, more fully described below, between Manufacturers Hanover Trust Company, 40 Wall Street, New York, New York 10015, Trustee-Lessor, and Southern Railway Company, P. O. Box 1808, Washington, D.C. 20013, Lessee, dated as of March 15, 1977, constituting Southern Railway Equipment Trust No. 2 of 1977.

- (2) The equipment covered by this document is described as follows:

295 70-ton 50'6" RUF Box Cars, Pullman Incorporated (Pullman Standard Division), 200 South Michigan Avenue, Chicago, Illinois 60604, Vendor, bearing Lessee's road numbers 530205 - 530499, both inclusive;

200 100-ton 50'6" EOC Box Cars, Pullman Incorporated (Pullman Standard Division), 200 South Michigan Avenue, Chicago, Illinois 60604, Vendor, bearing Lessee's road numbers 556000 - 556199, both inclusive;

Copy furnished: Norma J. Bates

- 175 100-ton 7500 cu. ft. capacity Woodchip Hopper Cars, Greenville Steel Car Company, Greenville, Pennsylvania 16125, Vendor, bearing Lessee's road numbers 134325 - 134499, both inclusive; and
- 8 MP-15 Diesel-Electric Locomotives, General Motors Corporation (Electro-Motive Division), LaGrange, Illinois 60525, Vendor, bearing Lessee's road numbers 2348 - 2355, both inclusive.

Each unit of the equipment will be marked in letters no less than 1/2 inch in height, as follows:

"OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT."

- (3) After recordation, the original documents should be returned to Joseph C. Dimino, Attorney, Law Department, Southern Railway Company, P. O. Box 1808, Washington, D. C. 20013.
- (4) The recordation fee of \$50.00 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Sincerely,



K. A. Stoecker

Enclosures

3/2/77

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

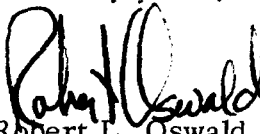
K.A. Stoecker
Southern RYW. System
P.O.Box 1808
Washington, D.C. 20013

Sir:

Dear

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(a) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **3/2/77** at **9:56am**,
and assigned recordation number(s)

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)